

MINUTES
of meeting of the Board of Directors of Rosseti Centre, PJSC
(in the form of absent voting)

«16» December 2022

Moscow

No. 63/22

Form of the meeting: **absent voting.**Total number of members of the Board of Directors: **11 people.**Participants of the voting: **A.V. Golovtsov, Y.V. Goncharov, M.A. Dokuchaeva, V.Y. Zarkhin, M.V. Korotkova, D.V. Krainskiy, A.V. Mayorov, I.V. Makovskiy, A.V. Molsky, A.V. Morozov, A.A. Polinov.**Members who did not provide questionnaires: **none.**The quorum **is present.**Date of the minutes: **16.12.2022.****AGENDA:**

1. On approval of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023.
2. On approval of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2023.
3. On approval of the remuneration of the head of the internal audit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2023.
4. On consideration of the report on the credit policy of the Company following the results of 3Q 2022, including the work carried out to reduce the cost of servicing the loan portfolio in 3Q 2022 and transactions made in 3Q 2022, and the status of servicing loans issued by Rosseti Centre, PJSC.
5. On consideration of the report of General Director of the Company on implementation of the decisions in 3Q 2022 taken at the meetings of the Board of Directors of the Company.

Item 1. On approval of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023.**Decision:**

To approve the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023 in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Yury Vladimirovich Goncharov | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin | - «FOR» |
| 5. Maria Vyacheslavna Korotkova | - «FOR» |
| 6. Daniil Vladimirovich Krainskiy | - «FOR» |
| 7. Andrey Vladimirovich Mayorov | - «FOR» |
| 8. Igor Vladimirovich Makovskiy | - «FOR» |
| 9. Alexey Valeryevich Molsky | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «FOR» |
| 11. Alexey Alexandrovich Polinov | - «FOR» |

Total:

«FOR»

- «11»

«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2. On approval of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2023.

Decision:

To approve the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2023 in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Yury Vladimirovich Goncharov | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin | - «FOR» |
| 5. Maria Vyacheslavna Korotkova | - «FOR» |
| 6. Daniil Vladimirovich Krainskiy | - «FOR» |
| 7. Andrey Vladimirovich Mayorov | - «FOR» |
| 8. Igor Vladimirovich Makovskiy | - «FOR» |
| 9. Alexey Valeryevich Molsky | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «FOR» |
| 11. Alexey Alexandrovich Polinov | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3. On approval of the remuneration of the head of the internal audit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2023.

Decision:

1. To determine the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2023 in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To instruct General Director of the Company to approve in the manner established by the Company the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2023, specified in paragraph 1 of this decision.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Yury Vladimirovich Goncharov | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin | - «FOR» |
| 5. Maria Vyacheslavna Korotkova | - «FOR» |
| 6. Daniil Vladimirovich Krainskiy | - «FOR» |
| 7. Andrey Vladimirovich Mayorov | - «FOR» |
| 8. Igor Vladimirovich Makovskiy | - «FOR» |
| 9. Alexey Valeryevich Molsky | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «FOR» |
| 11. Alexey Alexandrovich Polinov | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 4. On consideration of the report on the credit policy of the Company following the results of 3Q 2022, including the work carried out to reduce the cost of servicing the loan portfolio in 3Q 2022 and transactions made in 3Q 2022, and the status of servicing loans issued by Rosseti Centre, PJSC.

Decision:

1. To take into consideration the report of General Director of the Company «On the credit policy of the Company following the results of 3Q 2022» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.
2. To take into consideration the report of General Director of the Company «On the work carried out to reduce the cost of servicing the loan portfolio in 3Q 2022» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.
3. To take into consideration the report of General Director of the Company «On transactions made and the status of servicing loans issued by Rosseti Centre, PJSC in 3Q 2022» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Yury Vladimirovich Goncharov | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin | - «FOR» |
| 5. Maria Vyacheslavna Korotkova | - «FOR» |
| 6. Daniil Vladimirovich Krainskiy | - «FOR» |
| 7. Andrey Vladimirovich Mayorov | - «FOR» |
| 8. Igor Vladimirovich Makovskiy | - «FOR» |
| 9. Alexey Valeryevich Molsky | - «FOR» |
| 10. Andrey Vladimirovich Morozov | - «ABSTAINED» |
| 11. Alexey Alexandrovich Polinov | - «FOR» |

Total:

«FOR»	- «10»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

Decision is taken.

Item 5. On consideration of the report of General Director of the Company on implementation of the decisions in 3Q 2022 taken at the meetings of the Board of Directors of the Company.

Decision:

To take into consideration the report of General Director of the Company on implementation of the decisions in 3Q 2022 taken at the meetings of the Board of Directors of the Company in accordance with Appendices ## 7 - 10 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|------------------------------------|---------|
| 1. Alexander Viktorovich Golovtsov | - «FOR» |
| 2. Yury Vladimirovich Goncharov | - «FOR» |
| 3. Maria Alexandrovna Dokuchaeva | - «FOR» |
| 4. Vitaly Yuryevich Zarkhin | - «FOR» |
| 5. Maria Vyacheslavna Korotkova | - «FOR» |
| 6. Daniil Vladimirovich Krainskiy | - «FOR» |
| 7. Andrey Vladimirovich Mayorov | - «FOR» |
| 8. Igor Vladimirovich Makovskiy | - «FOR» |

- | | | |
|-----|------------------------------|---------|
| 9. | Alexey Valeryevich Molsky | - «FOR» |
| 10. | Andrey Vladimirovich Morozov | - «FOR» |
| 11. | Alexey Alexandrovich Polinov | - «FOR» |

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendices:

1. The Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023 (Appendix # 1).
2. The budget of the Internal Audit Department of Rosseti Centre, PJSC for 2023 (Appendix # 2).
3. The target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2023 (Appendix # 3).
4. The report of General Director of the Company «On the credit policy of the Company following the results of 3Q 2022» (Appendix # 4).
5. The report of General Director of the Company «On the work carried out to reduce the cost of servicing the loan portfolio in 3Q 2022» (Appendix # 5).
6. The report of General Director of the Company «On transactions made and the status of servicing loans issued by Rosseti Centre, PJSC in 3Q 2022» (Appendix # 6).
7. The report of General Director of the Company on implementation of the decisions in 3Q 2022 taken at the meetings of the Board of Directors of the Company (Appendices ## 7-10).

**Chairperson of the Board of
Directors of Rosseti Centre, PJSC**

A.V. Mayorov

**Corporate Secretary
of Rosseti Centre, PJSC**

S.V. Lapinskaya